

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

NEIMAN MARCUS GROUP LTD LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-32519 (DRJ)
)
) (Joint Administration Requested)
)
) **Re: Docket No. ____**

**ORDER (I) AUTHORIZING THE
DEBTORS TO FILE A CONSOLIDATED LIST
OF CREDITORS AND A CONSOLIDATED LIST OF THE 50
LARGEST UNSECURED CREDITORS, (II) AUTHORIZING THE
DEBTORS TO REDACT CERTAIN PERSONAL IDENTIFICATION
INFORMATION, (III) APPROVING THE FORM AND MANNER OF
NOTIFYING CREDITORS OF THE COMMENCEMENT OF THE CHAPTER 11
CASES AND OTHER INFORMATION, AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to file a consolidated creditor matrix and list of the 50 largest general unsecured creditors in lieu of submitting separate mailing matrices and creditor lists for each Debtor, (b) authorizing the Debtors to redact certain personal identification information, (c) approving the form and manner of notice of commencement of these chapter 11 cases and the scheduling of the meeting of creditors under

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Neiman Marcus Group LTD LLC (9435); Bergdorf Goodman Inc. (5530); Bergdorf Graphics, Inc. (9271); BG Productions, Inc. (3650); Mariposa Borrower, Inc. (9015); Mariposa Intermediate Holdings LLC (5829); NEMA Beverage Corporation (3412); NEMA Beverage Holding Corporation (9264); NEMA Beverage Parent Corporation (9262); NM Bermuda, LLC (2943); NM Financial Services, Inc. (2446); NM Nevada Trust (3700); NMG California Salon LLC (9242); NMG Florida Salon LLC (9269); NMG Global Mobility, Inc. (0664); NMG Notes PropCo LLC (1102); NMG Salon Holdings LLC (5236); NMG Salons LLC (1570); NMG Term Loan PropCo LLC (0786); NMG Texas Salon LLC (0318); NMGP, LLC (1558); The Neiman Marcus Group LLC (9509); The NMG Subsidiary LLC (6074); and Worth Avenue Leasing Company (5996). The Debtors’ service address is: One Marcus Square, 1618 Main Street, Dallas, Texas 75201.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

section 341 of the Bankruptcy Code, and (d) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to file a single consolidated Creditor Matrix for all of these chapter 11 cases.
3. The Debtors are authorized to file a consolidated Top 50 List.
4. The Debtors are authorized to redact (a) the home addresses of individuals listed on the Creditor Matrix, Schedules and Statements, or other documents filed with the Court and (b) names and address information in respect of individuals protected by the GDPR. The Debtors shall provide an unredacted version of the Creditor Matrix, Schedules and Statements, and any

other filings redacted pursuant to this Order to (x) the Court, the U.S. Trustee, and counsel to an official committee of unsecured creditors appointed in these chapter 11 cases (if any), and (y) upon a request to the Debtors (email is sufficient) or to the Court that is reasonably related to these chapter 11 cases, any party in interest, subject to the restrictions of the CCPA / GDPR; *provided* that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Order.

5. The Debtors are authorized to serve the Notice of Commencement, substantially in the form attached hereto as **Exhibit 1**, on the Creditor Matrix. Service of the Notice of Commencement shall be deemed adequate and sufficient notice of: (a) the commencement of these chapter 11 cases; and (b) the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Houston, Texas

Dated: _____, 2020

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Notice of Commencement

Information to identify the case:Debtor: Neiman Marcus Group LTD LLC, et al
NameEIN: **20-3509435**

United States Bankruptcy Court for the Southern District of Texas

Case Number: **20-32519 (DRJ)**Date case filed for Chapter 11:
May 7, 2020**Official Form 309F (For Corporations or Partnerships)****Notice of Chapter 11 Bankruptcy Case**

12/17

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.

This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

A form to open an account on the bankruptcy court's electronic case filing system may be obtained at: <http://www.txs.uscourts.gov/sites/txs/files/CRECFform.pdf>.

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

Debtors' full name: See chart below.

List of Jointly Administered Cases

NO.	DEBTOR	Prior Names	CASE NO.	EIN #
1	Neiman Marcus Group LTD LLC	Neiman Marcus, Inc.; Neiman Marcus Group LTD Inc.	20-32519	20-3509435
2	Bergdorf Goodman Inc.		20-32513	13-0485530
3	Bergdorf Graphics, Inc.		20-32510	13-2739271
4	BG Productions, Inc.		20-32509	35-2433650
5	Mariposa Borrower, Inc.		20-32518	46-3749015
6	Mariposa Intermediate Holdings LLC		20-32520	46-3655829
7	NEMA Beverage Corporation		20-32497	75-2323412
8	NEMA Beverage Holding Corporation		20-32498	75-2849264
9	NEMA Beverage Parent Corporation		20-32499	75-2849262
10	NM Bermuda, LLC		20-32507	45-4242943
11	NM Financial Services, Inc.		20-32512	86-0862446
12	NM Nevada Trust		20-32511	04-3343700
13	NMG California Salon LLC		20-32502	81-4129242
14	NMG Florida Salon LLC		20-32501	81-4139269
15	NMG Global Mobility, Inc.		20-32506	45-5000664
16	NMG Notes PropCo LLC		20-32515	84-2071102
17	NMG Salon Holdings LLC		20-32504	81-4545236
18	NMG Salons LLC		20-32503	81-4731570
19	NMG Term Loan PropCo LLC		20-32514	83-4720786
20	NMG Texas Salon LLC		20-32500	81-1200318

NO.	DEBTOR	Prior Names	CASE NO.	EIN #
21	NMGP, LLC		20-32505	06-1701558
22	The Neiman Marcus Group LLC	The Neiman Marcus Group, Inc.	20-32517	95-4119509
23	The NMG Subsidiary LLC		20-32516	83-4426074
24	Worth Avenue Leasing Company		20-32508	04-3435996

All other names used in the last 8 years: See chart above**Address:** One Marcus Square, 1618 Main Street, Dallas, Texas 75201**Debtors' attorneys:**

Matthew D. Cavanaugh (TX Bar No. 24062656)
 Jennifer F. Wertz (TX Bar No. 24072822)
 Kristhy M. Peguero (TX Bar No. 24102776)
 Veronica A. Polnick (TX Bar No. 24079148)
 JACKSON WALKER L.L.P.

1401 McKinney Street, Suite 1900
 Houston, Texas 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Email: mcavanaugh@jw.com

jwertz@jw.com

kpeguero@jw.com

vpolnick@jw.com

-and-

Anup Sathy, P.C. (*pro hac vice* pending)
 Chad J. Husnick, P.C. (*pro hac vice* pending)
 KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: anup.sathy@kirkland.com

Email: chad.husnick@kirkland.com

-and-

Matthew C. Fagen (*pro hac vice* pending)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: matthew.fagen@kirkland.com

Debtors' notice and claims agent (for court documents and case information inquiries):

If by First-Class Mail:

Neiman Marcus Group LTD LLC

c/o Stretto

410 Exchange, Suite 100

Irvine, California 92602

If by Hand Delivery or Overnight Mail:

Neiman Marcus Group LTD LLC

c/o Stretto

410 Exchange, Suite 100

Irvine, California 92602

Telephone: (800) 670-2127 (U.S./Canada)

(714) 504-4475 (International)

Email: NMGInquiries@stretto.com

Case website: <http://cases.stretto.com/NMG>

Bankruptcy Clerk's Office

Documents in this case may be filed at this address.

You may inspect all records filed in this case at this office or online at

www.pacer.gov

United States Courthouse

515 Rusk Avenue

Houston, Texas 77002

Hours Open: Monday - Friday

8:00 AM - 5:00 PM

Contact phone: 713-250-5500

All documents in this case are available free of charge on the website of the Debtors' notice and claims agent at <http://cases.stretto.com/NMG>

Meeting of Creditors The debtor's representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.	[•], 2020, at [•] a.m. (prevailing Central Time) The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.	Location: Bob Casey United States Courthouse, Office of the United States Trustee, 515 Rusk, Suite 3401 Houston, Texas, 77002
Proof of claim deadline:	Deadline for filing proof of claim: Not yet set. If a deadline is set, notice will be sent at a later time. A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office. Your claim will be allowed in the amount scheduled unless: Your claim is designated as disputed, contingent or unliquidated; You file a proof of claim in a different amount; or You receive another notice If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled. You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.	
Exception to discharge deadline The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.	You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(6)(A). Deadline for filing the complaint: To be Determined	
Creditors with a foreign address	If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.	
Filing a Chapter 11 bankruptcy case	Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.	
Discharge of debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.	